

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of **Delaware**
(State)

Case number (if known): _____ Chapter **11**

☐ Check if this is an
amended filing

Official Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Cuarto Origen, S. de R.L. de C.V.

2. All other names debtor used in the last 8 years _____
 Include any assumed names, trade names, and *doing business* as names _____

3. Debtor's federal Employer Identification Number (EIN) N/A - _____

<p>4. Debtor's address</p> <p>Principal place of business</p> <p>Av. Real de Lomas No. 1025, interior A, Oficina 4</p> <p>Number Street</p> <p>Colonia Lomas 4A Sección, CP 78216</p> <p>San Luis Potosí Mexico</p> <p>City State ZIP Code</p> <p>County</p>	<p>Mailing address, if different from principal place of business</p> <p>Number Street</p> <p>P.O. Box</p> <p>City State ZIP Code</p> <p>Location of principal assets, if different from principal place of business</p> <p>Number Street</p> <p>City State ZIP Code</p>
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5. Debtor's website (URL) www.agilethought.com

Debtor

Cuarto Origen, S. de R.L. de C.V.
Name

Case number (if known)

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5415 _ _ _

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Cuarto Origen, S. de R.L. de C.V. Case number (if known) _____
 Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
 MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See attached schedule Relationship Affiliates

District Delaware When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor

Cuarto Origen, S. de R.L. de C.V.

Name

Case number (if known)

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/28/2023
MM / DD / YYYY

 /s/ James S. Feltman

Signature of authorized representative of debtor

Title Chief Restructuring Officer

James S. Feltman

Printed name

Debtor Cuarto Origen, S. de R.L. de C.V.
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Jeremy W. Ryan
Signature of attorney for debtor

Date 08/28/2023
MM / DD / YYYY

Jeremy W. Ryan

Printed name

Potter Anderson & Corroon LLP

Firm name

1313 North Market Street, Sixth Floor

Number Street

Wilmington

City

DE

State

19801

ZIP Code

(302) 984-6000

Contact phone

jryan@potteranderson.com

Email address

4057

Bar number

DE

State

Schedule 1**PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY THE DEBTOR AND ITS AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. A motion is being filed with the Court requesting that the chapter 11 cases of these entities be jointly administered for procedural purposes only.

- AgileThought, Inc.
- AN Global LLC
- 4th Source Holding Corp
- 4th Source Mexico, LLC
- 4th Source, LLC
- AgileThought Argentina, S.A.
- AgileThought Brasil-Consultoria Em Tecnologia LTDA
- AgileThought Brasil Servicos de Consultoria Em Software
- AgileThought Costa Rica, S.A.
- AgileThought Digital Solutions, S.A.P.I. de C.V.
- AgileThought México, S.A. de C.V.
- AgileThought, LLC
- AgileThought Servicios Administrativos, S.A. de C.V.
- AgileThought Servicios Mexico, S.A. de C.V.
- AGS Alpama Global Services México, S.A. de C.V.
- AGS Alpama Global Services USA, LLC
- AN Data Intelligence SA de CV
- AN Extend, S.A. de C.V.
- AN Evolution S. de R.L. de C.V.
- AN USA
- AN UX, S.A. de C.V.
- Anzen Soluciones, S.A. de C.V.
- Cuarto Origen, S. de R.L. de C.V.
- Entrepids México, S.A. de C.V.
- Entrepids Technology Inc.
- Facultas Analytics, S.A.P.I. de C.V.
- Faktos Inc, S.A.P.I. de C.V.
- IT Global Holding LLC
- QMX Investment Holdings USA, Inc.
- Tarnow Investment, S.L.
- AgileThought, S.A.P.I. de C.V.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

CUARTO ORIGEN, S. DE R.L. DE C.V.,

Debtor.

Chapter 11

Case No. 23-_____ (___)

(Joint Administration Requested)

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 1007(a)(3), the following persons and entities are equity security holders for Cuarto Origen, S. de R.L. de C.V., the Debtor in this case, as of the date hereof:

Member	Address	Percentage of Equity Held
4th Source, LLC	222 West Las Colinas Boulevard, Suite 1650E, Irving, TX 75039	99.99%
4th Source México, LLC	222 West Las Colinas Boulevard, Suite 1650E, Irving, TX 75039	0.01%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

CUARTO ORIGEN, S. DE R.L. DE C.V.

Debtor.

Chapter 11

Case No. 23-____ (____)

(Joint Administration Requested)

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rules of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned authorized officer of the above-captioned Debtor, certifies that the following is a corporation other than the Debtor, or a governmental unit, that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or states that there are no entities to report under FRBP 7007.1.

☐ None [*check if applicable*]

Name: 4th Source LLC
Address: 222 West Las Colinas
Boulevard, Suite 1650E,
Irving, TX 75039

Fill in this information to identify the case:

Debtor name: AN Global LLC, et al.

United States Bankruptcy Court for the District of Delaware

Case number (if known):

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 TAX ADMINISTRATION SERVICE (MEXICO) AV. HIDALGO 77 COL. GUERRERO CIUDAD DE MEXICO, 06300 MEXICO	PHONE: (52)-55 627 22 728	TAX	CONTINGENT, UNLIQUIDATED, DISPUTED			\$ 203,333,138.00
2 MONROE CAPITAL LLC JEFF CUPPLES 311 SOUTH WACKER DRIVE SUITE 6400 CHICAGO, IL 60606	JEFF CUPPLES PHONE: 312-523-2385 FAX: 312-258-8350 EMAIL: JCUPPLES@MONROECAP.COM	FEE		UNDETERMINED		\$ 3,451,615.00
3 MICROSOFT CORPORATION EDGAR I. BLANCO PO BOX 842103 DALLAS, TX 75284	EDGAR I. BLANCO PHONE: 469-775-0391 EMAIL: EDGARBLANCO@MICROSOFT.COM	TRADE				\$ 1,808,548.96
4 EXITUS CAPITAL SAPI DE CV SOFOM ENR JACOBO MONTOYA CARRETERA MEXICO-TOLUCA NUMERO 5420, PISO 8 COLONIA EL YAQUI CUAJIMALPA DE MORELOS, CDMX 05320 MEXICO	JACOBO MONTOYA PHONE: 55-41709910 FAX: 55-36490804 EMAIL: JMONTOYA@EXITUS.COM	DEBT		UNDETERMINED		\$ 1,580,000.00
5 MAYER BROWN LLP LUCAS GIARDELLI 230 SOUTH LASALLE ST CHICAGO, IL 60604	LUCAS GIARDELLI PHONE: 646-469-4914 EMAIL: LGIARDELLI@MAYERBROWN.COM; MGOMEZZ@MAYERBROWN.COM	PROFESSIONAL SERVICES				\$ 1,524,203.15
6 COUSINS FUND II TAMPA III, LLC JILLIAN TAHAN 3344 PEACHTREE RD NE SUITE 1800 ATLANTA, GA 30326	JILLIAN TAHAN PHONE: 813 289 2600 EMAIL: MDESSLER@COUSINS.COM; JTAHAN@COUSINS.COM	LEASE				\$ 1,130,032.96
7 SAP MEXICO SA DE CV OMAR TORRES AV. PASEO DE LA REFORMA 509, PISO 20 CDMX, 06500 MEXICO	OMAR TORRES PHONE: 52 55 4588 2887 FAX: 52 (81) 8152 1701 EMAIL: OMAR.TORRES01@SAP.COM; VANESSA.DALMAS@SAP.COM; EDUARDA.FORESTA@SAP.COM	TRADE				\$ 1,106,302.49
8 KORN FERRY MAX KERSHNER, BARBARA JORDAN N50 SUITE 25000 1201 WEST PEACHTREE ATLANTA, GA 55402	MAX KERSHNER, BARBARA JORDAN PHONE: 404 577 7542 EMAIL: MAX.KERSHNER@KORNFERRY.COM; BARBARA.JORDAN@KORNFERRY.COM	PROFESSIONAL SERVICES				\$ 949,447.96
9 FACTORING CORPORATIVO SA DE CV SOFO L RODRIGUEZ REFORMA NO. 2654 INTERIOR 1003 REFORMA NO. 2654 INTERIOR 1003 MEXICO CITY, 11950 MEXICO	L RODRIGUEZ PHONE: 55 50810990 EXT 124 EMAIL: LRODRIGUEZ@FACCORP.NET	FACTORING AGREEMENT				\$ 917,592.04
10 KC RENTAS S A DE C V RICARDO MENDIETA, ROSALBA CESAREO 10 DE MAYO # 47-A TLALNEPANTLA DE BAZ, 54080 MEXICO	RICARDO MENDIETA, ROSALBA CESAREO PHONE: 52 55 5365 5050 EXT 421; 52 55 1525 8836 EMAIL: RMENDIETA@KAPALI.COM.MX; RCESAREO@KAPALI.COM.MX	LEASE				\$ 828,531.38
11 AGS GROUP MAURICIO RIOSECO 907 RANCH ROAD 620 SOUTH, SUITE 302 LAKEWAY, TX 78734	MAURICIO RIOSECO EMAIL: MAURICIO.RIOSECO@RW.COM.MX	DEBT		UNDETERMINED		\$ 775,931.61
12 TENNESSEE DEPARTMENT OF REVENUE COLLECTION SERVICES DIVISION 500 DEADERICK ST NASHVILLE, TN 37242	COLLECTION SERVICES DIVISION PHONE: 844-729-8689 EMAIL: REVENUE.COLLECTION@TN.GOV; TDOR.BANKRUPTCY@TN.GOV	TAX	DISPUTED			\$ 684,561.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13 LINK X S. A. DE C. V. BLANCA GOMEZ, JOSÉ LUIS CHACÓN JOSE PAGES YERGO LA MAGDALENA 104 TOLUCA, 50010 MEXICO	BLANCA GOMEZ, JOSÉ LUIS CHACÓN PHONE: 52 55 7858 0472; 52 55 8868 8713 EMAIL: BIGOMEZ@LINKX.MX; CASEGURA@LINKX.MX; JLCHACON@LINKX.MX	TRADE				\$ 680,137.59
14 KPMG LLP SPENCER FELD 2323 ROSS AVENUE SUITE 1400 DALLAS, TX 75201	SPENCER FELD PHONE: 402-650-3441 FAX: 214-840-2297 EMAIL: SFELD@KPMG.COM; LACOSTA@KPMG.COM	PROFESSIONAL SERVICES				\$ 566,571.81
15 BDO USA, LLP TJ NUNEZ 770 KENMOOR SE SUITE 300 GRAND RAPIDS, MI 49546	TJ NUNEZ PHONE: 813-302-6622 EMAIL: CLEWIS@BDO.COM; TNUNEZ@BDO.COM	PROFESSIONAL SERVICES				\$ 490,070.00
16 PRICEWATERHOUSECOOPERS IVANNA NAZAR 2121 N. PEARL STREET SUITE 2000 DALLAS, TX 75201	IVANNA NAZAR PHONE: 31 06 41587682 EMAIL: IVANNA.NAZAR@PWC.COM	PROFESSIONAL SERVICES				\$ 462,368.00
17 MICROSTRATEGY MEXICO S DE RL DE CV LETICIA PEREZ JUAN SALVADOR AGRAZ 50 602 SANTA FE CUAJIMALPA, 05348 MEXICO	LETICIA PEREZ PHONE: 52 55 6827 8367 FAX: 52-55-4140-6112 EMAIL: LPEREZ@MICROSTRATEGY.COM	TRADE				\$ 434,004.72
18 ANOVORX KYLE P. TRUITT 1710 N SHELBY OAKS DR SUITE 3 MEMPHIS, TN 38134	KYLE P. TRUITT PHONE: 901-359-8896 FAX: 901-201-5470 EMAIL: KYLE.TRUITT@ANOVORX.COM	LITIGATION				\$ 395,000.00
19 DATAVISION DIGITAL NORMA DIAZ AVENIDA PATRIOTISMO 48 MIGUEL HIDALGO, 11800 MEXICO	NORMA DIAZ PHONE: 52 (55) 5273 2903 EMAIL: NORMA.DIAZ@DATAVISION.COM.MX	TRADE				\$ 383,641.94
20 BANCO VE POR MAS, S.A. JAVIER GARCIA, SION CHEREM PASEO DE LA REFORMA 243 PISO 21 CUAUHTEMOC CDMX, 06500 MEXICO	JAVIER GARCIA, SION CHEREM PHONE: 52 55 7919 3828 EMAIL: JAVIER.GARCIA@SIMETRICGI.MX; SION.CHEREM@SIMETRICGI.COM	TRADE				\$ 349,750.17

Fill in this information to identify the case and this filing:

Debtor Name Cuarto Origen, S de R.L. de C.V.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement, List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/28/2023
MM / DD / YYYY

X /s/ James S. Feltman
Signature of individual signing on behalf of debtor

James S. Feltman
Printed name

CRO
Position or relationship to debtor

**RESOLUCIONES ADOPTADAS DE MANERA
UNÁNIME Y POR ESCRITO POR LA
TOTALIDAD DE LOS SOCIOS DE
CUARTO ORIGEN, S. DE R.L. DE C.V.**

27th de agosto de 2023

De conformidad con lo dispuesto en el artículo 178 de la Ley General de Sociedades Mercantiles y el artículo once de los estatutos sociales de **Cuarto Origen, S. de R.L. de C.V.** (la "**Sociedad**"), la totalidad de los Socios de la Sociedad, cuyos nombres y firmas aparecen en el presente documento, resolvieron adoptar de forma unánime las resoluciones contenidas en el presente documento.

Considerando, que los Socios han tenido la oportunidad de revisar y hacer aquellas preguntas que han considerado convenientes respecto de aquellos materiales presentados por el presidente del consejo de administración y por los asesores legales y financieros de la Sociedad relativos a las obligaciones y liquidez de la Sociedad, las alternativas estratégicas disponibles, y el impacto que pudieren tener en el negocio de la Sociedad; y

Considerando, que los Socios han tenido la oportunidad de consultar con la administración y con los asesores legales y financieros de la Sociedad aquellas alternativas estratégicas con las que dispone la Sociedad; y

Considerando, que los Socios de la Sociedad han determinado que en el mejor interés de la Sociedad y sus acreedores, empleados y otras partes interesadas, que la Sociedad presente una solicitud para sujetarse a los beneficios de previstos en el Código de Quiebras; y

Considerando que, los Socios consideran que la adopción de las acciones descritas a continuación

**UNANIMOUS RESOLUTIONS
ADOPTED BY WRITTEN CONSENT BY THE
TOTALITY OF THE PARTNERS OF EQUITY
HOLDERS OF
CUARTO ORIGEN, S. DE R.L. DE C.V.**

August 27, 2023

Pursuant to the provisions of article 178 of the General Law of Business Organizations (*Ley General de Sociedades Mercantiles*) and article eleven of the bylaws of **Cuarto Origen, S. de R.L. de C.V.** (the "**Company**"), all of the Partners of Equity Holders of the Company, whose names and signatures appear in this document, resolved to unanimously adopt the resolutions contained herein.

Whereas, the Partners of Equity Holders have reviewed and had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's business; and

Whereas, the Partners of Equity Holders have had the opportunity to consult with the management and the legal and financial advisors of the Company to fully consider each of the strategic alternatives available to the Company; and

Whereas, the Partners of Equity Holders of the Company have determined that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of the Bankruptcy Code; and

Whereas, the Partners of Equity Holders believe that taking the actions set forth below is in the best

resultan en el mejor interés de la Sociedad, procedieron a adoptar las siguientes resoluciones:

En virtud de lo anterior, se adoptaron y aprobaron de forma unánime las siguientes resoluciones:

Primera. Aprobación del comienzo de los Casos del Capítulo 11

1.1 “Se resuelve autorizar y facultar a la Sociedad para presentar, ante un tribunal competente (el **"Tribunal de Concurso"**), una declaración voluntaria de concurso conforme al Capítulo 11 del Código de Quiebras (dicha declaración voluntaria y aquellas declaraciones voluntarias que sean presentadas por las afiliadas de la Sociedad, conjuntamente, los **"Casos del Capítulo 11"**).

1.2 “Se resuelve, que James S. Feltman es nombrado Director de reestructuración de la Sociedad (**"CRO"**).”

1.3 “Se resuelve, que el CRO e indistintamente Patrick Bartels o James Feltman (la **"Persona Autorizada"** y conjuntamente las **"Personas Autorizadas"**) para que en nombre y representación de la Sociedad, actúen como su representante, y procedan a firmar y presentar en nombre de la Sociedad, incluyendo en nombre de la Sociedad como accionista, gerente o socio de sus subsidiarias, cualesquier declaraciones, peticiones, resoluciones, anexos, listas, solicitudes, alegatos y cualesquier propuestas, instrumentos, acuerdos, consentimientos o documentos (y a utilizar firmas electrónicas en los mismos, según sea necesario) y llevar a cabo todas y cada una de las acciones que resulten necesarias para obtener dicha declaración de concurso referida en la resolución inmediata anterior, incluyendo sin limitar, cualquier acción que resulte necesaria para mantener el curso ordinario de las operaciones de los negocios de la Sociedad.”

interests of the Company and, therefore, desire to approve the following resolutions.

In virtue of the foregoing, the following resolutions were unanimously adopted and approved:

First. Approval of the Commencement of Chapter 11 Cases

1.1 “It is hereby resolved that the Company be, and hereby is, authorized and empowered to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code (such voluntary petition, and the voluntary petitions by the Company's affiliates, collectively, the **"Chapter 11 Cases"**) in a court of proper jurisdiction (the **"Bankruptcy Court"**).

1.2 “It is hereby resolved, that James S. Feltman is appointed Chief Restructuring Officer (**"CRO"**) of the Company.”

1.3 “It is hereby resolved, that the CRO and indistinctly Patrick Bartels or James Feltman (each, an **"Authorized Person"** and collectively, the **"Authorized Persons"**) hereby is authorized, in the name and on behalf of the Company, appointed as the Company's authorized representative, and in such capacity, with power of delegation, hereby is authorized and empowered to execute and file on behalf of the Company, including in the Company's capacity as shareholder, manager, or member of its subsidiaries, all petitions, resolutions, schedules, lists, applications, pleadings and other motions, papers, agreements, consents or documents (and to use electronic signatures on any of the foregoing as needed), and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's businesses.”

Segunda. Aprobación para contratar a asesores profesionales

2.1 “Se resuelve autorizar e instruir a la Persona Autorizada para contratar (i) los despachos Hughes Hubbard & Reed LLP y Potter Anderson & Corroon LLP, como asesor general de las reestructuras en los Estados Unidos de América; (ii) el despacho Garrigues México, S.C., como asesor general de la reestructura en México; (iii), Teneo Capital LLC, como asesor financiero; (iv) Guggenheim Securities, LLC, como banquero de inversión; (v) Kurtzman Carson Consultants LLC, como agente de notificaciones y reclamos; y (vi) cualesquier otros asesores legales, contadores, financieros, de reestructura u otros profesionales como la Sociedad, o aquellas Personas Autorizadas por medio de la presente para actuar en nombre y representación de la Sociedad (conjuntamente, los **“Asesores de la Reestructura”**), consideren necesario, apropiado o conveniente; en cada caso, para representar y asistir a la Sociedad en llevar a cabo sus obligaciones y responsabilidades respectivas y ejercer sus derechos bajo el Código de Quiebras. Se autoriza, además, a la Sociedad, a través de aquellas Personas Autorizadas por medio de la presente para actuar en nombre y representación de la Sociedad, para llevar a cabo los pasos necesarios o convenientes para causar la contratación formal de dichos profesionales.”

Tercera. Financiación como Deudor en Posesión

3.1 “Se resuelve, que en relación con el Caso Bajo el Capítulo 11, es en el mayor interés de la Sociedad que suscriba, y que la Sociedad obtendrá beneficios, de las transacciones de financiación bajo cierto préstamo a término como deudor en posesión sujeto a superprioridad (la **“Financiación DIP”**) a ser formalizado mediante cierto contrato de préstamo a término como deudor en posesión sujeto a superprioridad, contrato de compra de títulos, y acuerdo de agente de garantías(conjuntamente, los **“Acuerdos DIP”**) a ser suscritos por la Sociedad,

Second. Approval of retention of professionals

2.1 “It is hereby resolved, that the Authorized Person be, and hereby is, authorized and directed to employ (i) the law firms Hughes Hubbard & Reed LLP and Potter Anderson & Corroon LLP, as general U.S. restructuring counsel; (ii) the law firm Garrigues México, S.C., as general Mexican restructuring counsel; (iii) Teneo Capital LLC, as financial advisor; (iv) Guggenheim Securities, LLC, as investment banker; (v) Kurtzman Carson Consultants LLC, as notice and claims agent; and (vi) any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals as the Company, or those authorized herein to act on behalf of the Company (collectively, the **“Restructuring Advisors”**), deem necessary, appropriate or advisable; in each case to represent and assist the Company in carrying out its respective duties and responsibilities and exercising its respective rights under the Bankruptcy Code. The Company is further authorized, through those authorized herein to act on behalf of the Company, to take any steps necessary or desirable to cause the retention of each of the foregoing professional.”

Third. Debtor-in-Possession Financing

3.1 “It is hereby resolved, that, in connection with the Chapter 11 Case, it is in the best interest of the Company to engage in, and the Company will obtain benefits from, the lending transactions under that certain super-priority debtor in possession term loan (the **“DIP Financing”**) to be evidenced by that certain super-priority debtor-in-possession term loan agreement, note purchase agreement, and collateral agency agreement (the **“DIP Agreements”**) to be entered into by the Company, as borrower, and certain subsidiaries of the Company listed as “Guarantors” on the

como deudor, y ciertas subsidiarias como garantes, BlueTorch Finance LLC, como agente administrativo y agente de garantía (en dicha capacidad, el **"Agente DIP"**), cualquier agente de garantía local parte del mismo, y los prestamistas parte de dichos acuerdos de tiempo en tiempo (los **"Prestamistas DIP"**), sujeto a la aprobación de los mismos por parte de la el Tribunal de Quiebras de los Estados Unidos , cuya suscripción es necesaria y apropiada a efectos de conducir, promover y avanzar los negocios de la Sociedad."

3.2 "Se resuelve, que el formato, los términos y las cláusulas de todos y cada uno de los acuerdos de los que es parte la Sociedad, incluyendo, sin limitación, certificados, documentos e instrumentos autorizados, suscritos, entregados, reafirmados, verificados y/o registrados con relación a la Financiación DIP (junto con los Acuerdos DIP, en conjunto denominados los **"Documentos de la Financiación DIP"**), y el cumplimiento de las obligaciones de la Sociedad bajo los mismos, incluyendo el otorgamiento de cualquier garantía y derecho de garantía contemplado en los mismos, sean por el presente y a todo efecto aquí confirmados, ratificados y aprobados."

3.3 "Se resuelve, que James S. Feltman, Gerente de Reestructuraciones de la Sociedad, y cualquier Persona Autorizada, o cualquier agente o apoderado de la Sociedad autorizado por cualquier Persona Autorizada, está y, por ende, cada uno de manera individual se encuentra, autorizado, apoderado y facultado para actuar en calidad de representante autorizado de la Sociedad, a causar que la Sociedad prepare, celebre y entregue los Documentos de la Financiación DIP de los que es parte la Sociedad, en nombre y por cuenta de la Sociedad bajo su sello societario o de cualquier otra manera, y aquellos documentos, acuerdos, instrumentos y certificados que puedan ser requeridos por el Agente DIP o por los Documentos de la Financiación DIP."

3.4 "Se resuelve, que la Sociedad se encuentra autorizada para garantizar, de ser aplicable, cualesquiera obligaciones de cualquier parte a los Documentos de la Financiación DIP y a llevar a cabo todas y cada una de las transacciones contempladas en los Documentos de la

signature pages thereto, BlueTorch Finance LLC as administrative and collateral agent and administrative agent (in such capacity, the **"DIP Agent"**), any local collateral agent party thereto, and the lenders from time to time party thereto (the **"DIP Lenders"**), subject to approval by the United States Bankruptcy Court, which is necessary and appropriate to the conduct, promotion, and attainment of the business of the Company.

3.2 "It is hereby resolved, that the form, terms, and provisions of each of any and all of the other agreements to which the Company is a party, including, without limitation, certificates, documents and instruments authorized, executed, delivered, reaffirmed, verified and/or filed in connection with the DIP Financing (together with the DIP Agreements, collectively, the **"DIP Financing Documents"**), and the Company's performance of its respective obligations thereunder, including any guarantees and the granting of security interests contemplated thereunder, are hereby, in all respects confirmed, ratified and approved.

3.3 "It is hereby resolved, that James S. Feltman, Chief Restructuring Officer of the Company, and any Authorized Person by any officer of the Company, or any agent or attorney-in-fact of the Company authorized by any Authorized Person, be, and each of them individually hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to prepare, execute and deliver the DIP Financing Documents to which the Company is a party, in the name and on behalf of the Company under its corporate seal or otherwise, and such other documents, agreements, instruments, and certificates as may be required by the DIP Agent or required by the DIP Financing Documents."

3.4 "It is hereby resolved, that the Company is authorized to guarantee, as applicable, any obligations of any party to the DIP Financing Documents and undertake any and all related transactions contemplated under the DIP Financing Documents, including any guarantees,

Financiación DIP, incluyendo el otorgamiento de cualquier garantía, personal y real, y derecho de garantía contemplado en los mismos.

Así mismo, la Sociedad podrá constituir fiducias mercantiles en garantía para transferir cualquier clase de activo o flujo que sirva para garantizar el cumplimiento de las obligaciones bajo los Documentos de la Financiación DIP, o dar por terminado o modificar cualquier contrato de prenda, hipoteca, fideicomiso, entre otros, sobre activos de la Sociedad para cumplir con dicha finalidad. La Sociedad también podrá modificar o dar por terminado cualquier contrato de garantía existente con el propósito de que los mismos garanticen las obligaciones bajo los Documentos de la Financiación DIP. La Sociedad podrá suscribir cualesquier acuerdos de garantía y constitución de gravámenes sobre sus bienes, incluyendo, pero sin limitarse, a, contratos de prenda sobre acciones, contratos de prenda sobre marcas, contratos de prenda sobre derechos fiduciarios, contratos de control de cuentas bancarias corrientes o de ahorros, contratos de cesión condicional de derechos de pagos residuales, o cualquier otra contrato de prenda sobre activos de la Sociedad, o modificar o dar por terminado cualquier contrato existente de prenda sobre activos de la Sociedad

3.5 “Se resuelve, que cualquier Persona Autorizada, o cualquier agente o apoderado de la Sociedad autorizado por cualquier Persona Autorizada se encuentra autorizado por el presente para otorgar garantías y derechos de garantía respecto a, y constituir gravámenes sobre, todos y cualquier uno de los bienes de la Sociedad, incluyendo sin limitación, prendas y/o hipotecas sobre acciones, propiedad intelectual, bienes inmuebles, o bienes muebles, como garantía de conformidad con los Documentos de la Financiación DIP para garantizar todas las obligaciones y adeudos de la Sociedad y de las demás partes de los Documentos de la Financiación DIP a favor de los Prestamistas DIP y el Agente DIP, y a autorizar, suscribir, verificar, registrar y/o entregar al Agente DIP, en nombre de la Sociedad, todos los acuerdos, documentos e instrumentos requeridos por el Agente DIP y/o los Prestamistas DIP con relación a los documentos antedichos.

personal and *in rem*, and the granting of security interests thereunder.

Moreover, the Company is authorized to execute, amend or terminate any trust agreement in order to transfer any kind of asset or funds flow to secure all of the obligations under the DIP Financing Documents, as well as any pledge agreements, mortgages, trusts, among others, over assets of the Company for the same purpose. The Company is also authorized to amend or terminate any existing security agreement in order to secure all of the obligations under the DIP Financing Documents. The Company is authorized to execute any guarantee agreement over its assets, including but not limited to, share pledge agreements, trademarks pledge agreements, fiduciary rights pledge agreements, checking or savings accounts control agreements, conditional assignment of residual payment rights agreements, or any other pledge agreement over the assets of the Company. The Company is also authorized to terminate or amend any existing pledge agreement over the assets of the Company

3.5 “It is hereby resolved, that any Authorized Person, or any agent or attorney-in-fact of the Company authorized by any Authorized Person, is hereby authorized to guarantee and grant security interests in, and liens on, any and all property of the Company, including without limitation, pledges and / or mortgages of shares, intellectual property rights, immovable or moveable property, as collateral pursuant to the DIP Financing Documents to secure all of the obligations and liabilities of the Company thereunder and the other parties to the DIP Financing Documents to the DIP Lenders and the DIP Agent, and to authorize, execute, verify, file and/or deliver to the DIP Agent, on behalf of the Company, all agreements, documents and instruments required by the DIP Agent and/or the DIP Lenders in connection with the foregoing.

3.6 “Se resuelve, que cualquier Persona Autorizada, o cualquier agente o apoderado de la Sociedad autorizado por cualquier Persona Autorizada, se encuentra autorizado, apoderado y facultado, en nombre y por cuenta de la Sociedad, a llevar a cabo cualquier acto adicional, incluyendo el pago de honorarios y gastos, conforme a los términos de los Documentos de la Financiación DIP, que sean, a exclusivo criterio de la Persona Autorizada, necesarios, apropiados o aconsejables para que la Sociedad desempeñe sus obligaciones bajo o con relación a los Documentos de la Financiación DIP y a las transacciones contempladas en los mismos, y a realizar los actos necesarios de conformidad con la intención de las resoluciones precedentes.”

3.7 “Se resuelve, que cualquier Persona Autorizada, o cualquier agente o apoderado de la Sociedad autorizado por cualquier Persona Autorizada, se encuentra autorizado, apoderado y facultado, en nombre y por cuenta de la Sociedad, a suscribir y entregar cualesquiera enmiendas, suplementos, modificaciones, renovaciones, reemplazos, consolidaciones, sustituciones y extensiones de los Documentos de la Financiación DIP que sean, a exclusivo criterio de la Persona Autorizada, necesarios, deseables, apropiados o aconsejables.”

3.8 “Se resuelve, que todo acto previo adoptado por dichas personas y con relación a los considerandos y resoluciones precedentes sea, y por la presente se encuentra aprobado, ratificado y confirmado en todo respecto como un acto de la Sociedad, entendiéndose que cualesquiera dichos actos llevados a cabo con antelación a la fecha del presente por cualquier funcionario de la Sociedad, las Personas Autorizadas, o cualquier agente u apoderado de la Sociedad autorizado por cualquier Persona Autorizada, con relación a las transacciones enumeradas precedentemente, son ratificados por el presente.”

3.9 “Se resuelve, en virtud de lo anterior, y considerando que es necesario y conveniente nombrar a un “representante extranjero” de la Sociedad, nombrar a la Persona Autorizada, como representante de la Sociedad para cualquier procedimiento en el extranjero en relación con la Sociedad, incluyendo, sin limitar, como

3.6 “It is hereby resolved, that any Authorized Person, or any agent or attorney-in-fact of the Company authorized by any Authorized Person, is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take all such further actions, including to pay all fees and expenses, in accordance with the terms of the DIP Financing Documents, which shall, in such Authorized Person's sole judgment, be necessary, proper, or advisable to perform such Company's obligations under or in connection with the DIP Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.”

3.7 “It is hereby resolved, that any Authorized Person, or any agent or attorney-in-fact of the Company authorized by any Authorized Person, is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Financing Documents, which shall, in such Authorized Person's sole judgment, be necessary, desirable, proper or advisable.”

3.8 “It is hereby resolved, all action heretofore taken by such persons and in connection with the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company, it being understood that any such actions undertaken prior to the date hereof by any officer of the Company, the Authorized Persons, or any agent or attorney-in-fact of the Company authorized by any Authorized Person, in connection with the foregoing, are hereby duly ratified.”

3.9 “It is hereby resolved, in virtue of the above, and considering that it is necessary and convenient to appoint a foreign representative (*representante extranjero*) of the Company, the Company hereby approves the appointment of the Authorized Person, as representative of the Company for any proceeding abroad in connection

representante extranjero del Procedimiento de Reestructura EUA ante otras cortes o jueces extranjeros.”

3.10 “Se resuelve, en este acto, otorgar los poderes necesarios en favor de la Persona Autorizada, así como a los despachos Hughes Hubbard & Reed LLP, Potter Anderson & Corroon LLP, y Garrigues México, S.C., para poder actuar, conjunta o separadamente, indistintamente, en nombre y representación de la Sociedad, y demás sociedades controladas, en el Procedimiento de Reestructuras EUA y en cualquier procedimiento en los Estados Unidos de América, y en cualquier otra jurisdicción, en relación con, o derivado de, la reestructura operativa, legal y financiera de la Sociedad y empresas controladas.

Para poder llevar a cabo los actos antes mencionados en representación de la Sociedad, sin perjuicio de la especialidad o generalidad de las facultades otorgadas, las cuales se entienden otorgadas exclusivamente para la celebración de actos relacionados con cualquier procedimiento de la Sociedad en el extranjero, la Persona Autorizada, así como a los despachos Hughes Hubbard & Reed LLP, Potter Anderson & Corroon LLP, y Garrigues México, S.C., tendrán, conjunta o separadamente, indistintamente, facultades generales para pleitos y cobranzas y actos de administración, con todas las facultades generales y aún con las especiales que de acuerdo con la ley requieran poder o cláusula especial, en los términos del primer y segundo párrafo del artículo 2554 (dos mil quinientos cincuenta y cuatro) del Código Civil Federal, así como en los correlativos de los Códigos Civiles de las entidades federativas de la República Mexicana y de la Ciudad de México y/o en cualquier otra legislación aplicable.”

3.11 “Se resuelve, que, para efectos de claridad, la Persona Autorizada, así como los despachos

with the Company, including, without limitation, to act as a foreign representative of the U.S. Restructuring Proceeding before other foreign courts or judges.”

3.10 “It is hereby resolved to grant the necessary powers-of-attorney in favor of the Authorized Person, as well as the law firms Hughes Hubbard & Reed LLP, Potter Anderson & Corroon LLP, and Garrigues México, S.C., to act, either jointly or severally, indistinctively, in the name and on behalf of the Company and controlled subsidiaries, in any proceeding in the United States of America (including in the U.S. Restructuring Proceeding) and in any other jurisdiction, in connection to, or derived from, the operative, legal and financial restructuring of the Company and controlled subsidiaries.

In order to carry out the aforementioned acts on behalf of the Company without affecting the specificity or generality of the authority granted in the paragraph above, which are understood as granted exclusively for acts related to any proceeding abroad of the Company, the Authorized Person, as well as the law firms Hughes Hubbard & Reed LLP, Potter Anderson & Corroon LLP, and Garrigues México, S.C., shall be vested, either jointly or severally, indistinctively, with general powers-of-attorney for lawsuits and collections and acts of administration, with all the general authorities and even the special authorities that pursuant to the law require a special authority or clause, in terms of the first and second paragraphs of article 2554 (two thousand five hundred and fifty four) of the Federal Civil Code, as well as the correlatives of the Civil Codes of the states of the Mexican Republic and Mexico City and/or any other applicable law.”

3.11 “It is hereby resolved, for clarification purposes, that the Authorized Person, as well as

Hughes Hubbard & Reed LLP, Potter Anderson & Corroon LLP, y Garrigues México, S.C., están autorizados para actuar, conjunta o separadamente, indistintamente, conforme al presente poder y/o cualquier otro otorgado a su favor con anterioridad que se encuentre vigente para la ejecución, implementación e instrumentación de todos los actos necesarios para el cumplimiento de las resoluciones anteriores.”

the law firms Hughes Hubbard & Reed LLP, Potter Anderson & Corroon LLP, and Garrigues México, S.C., are authorized to act, either jointly or severally, indistinctively, under this power-of-attorney and/or any other that has been granted to them previously and which remains valid and in effect for the execution and implementation of all actions needed in order to comply with the above resolutions.”

Cuarta. Otorgamiento de Poderes

Fourth. Granting of powers of attorney

4. “Se resuelve, otorgar a favor del CRO y de cada Persona Autorizada, un poder general para ser ejercido en forma conjunta o individual, indistintamente, con las siguientes facultades:

4. “It is hereby resolved to grant in favor of the CRO and each Authorized Person, a general power of attorney to be exercised either jointly or individually, indistinctively, with the following faculties:

a) Pleitos y cobranzas, con todas las facultades generales y aún con las especiales que de acuerdo con la ley requieran poder o cláusula especial, en los términos del párrafo primero del artículo dos mil quinientos cincuenta y cuatro del Código Civil para el Distrito Federal y de su correlativo de los demás Códigos Civiles de los Estados de la República Mexicana y del Código Civil Federal.

a) Lawsuits and collections, with all the general authorities and even the special authorities that pursuant to the law require a special authority or clause, in terms of the first paragraph of article two thousand five hundred fifty-four of the Civil Code for the Federal District and the corresponding articles of the other Civil Codes of the States of the Mexican Republic and the Federal Civil Code.

De manera enunciativa y no limitativa, se mencionan, entre otras facultades, las siguientes:

Including without limitation the following authorities:

- i) Para intentar y desistirse de toda clase de procedimientos, inclusive de amparo.
- ii) Para transigir.
- iii) Para comprometer en árbitros.
- iv) Para absolver y articular posiciones.
- v) Para recusar.
- vi) Para recibir pagos y para pagar y ordenar el pago de (i) todos los honorarios, gastos y otros costos permitidos por la ley

- i) To seek or desist any kind of proceedings, including *amparo*.
- ii) To in-court compromise.
- iii) To compromise in arbitration.
- iv) To absolve and ask oral testimony.
- v) To recuse.
- vi) To receive payments and to pay and direct payment of (i) all fees, expenses, and other costs permitted under applicable law in

aplicable en relación con el curso ordinario de las operaciones de la Sociedad durante el Capítulo 11 del Caso o cualquier asunto relacionado con el mismo, y (ii) todos los honorarios, gastos y otros costos permitidos por la ley aplicable en relación con el Caso del Capítulo 11 y la administración del mismo.

- vii) Para presentar denuncias y querellas en materia penal y para otorgar el perdón cuando lo permita la ley.
- viii) Para someter controversias a arbitraje.
- ix) Para hacer cesión de bienes.
- x) Para autorizar mandatarios judiciales en los términos a que se refieren los artículos 1069, párrafo tercero del Código de Comercio; 112, párrafo cuarto del Código de Procedimientos Civiles para el Distrito Federal; 12 de la Ley de Amparo, y sus correlativos en las demás legislaciones que resulten aplicables.
- xi) Para otorgar y revocar poderes generales para pleitos y cobranzas, con o sin facultades especiales antes descritas.
- xii) Para solicitar pruebas y evidencia.
- xiii) Para solicitar cualquier tipo de protección, incluyendo medidas precautorias, cautelares o provisionales.

b) Actos de administración, en los términos del párrafo segundo del artículo dos mil quinientos cincuenta y cuatro del Código Civil Federal, y sus correlativos de los Códigos Civiles de los Estados de la República Mexicana y la Ciudad de México.”

Quinta. Delegados Especiales

connection with the ordinary course of operations of the Company during the Chapter 11 Case or any matter related thereto, and (ii) all fees, expenses, and other costs permitted under applicable law in connection with the Chapter 11 Case and the administration thereof.

- vii) To file for any criminal proceeding and grant pardon when permitted, pursuant to the law.
- viii) To subject dispute resolutions to arbitration proceedings.
- ix) To assign property.
- x) To authorize in court attorneys in terms provided by paragraph third of article 1069 of the Commerce Code (*Código de Comercio*), fourth paragraph of article 112 of the Code of Civil Proceedings for the Federal District (*Código Federal de Procedimientos Civiles*), Article 12 of the Amparo Law (*Ley de Amparo*), and their corresponding sections of any other statutes as applicable.
- xi) To grant and revoke general powers for lawsuits and collections, with or without the special authorities herein described.
- xii) To request evidence.
- xiii) To request any type of relief, including injunctive relief.

b) Acts of administration in terms of the second paragraph of article two thousand five hundred fifty-four of the Federal Civil Code and the corresponding articles of the Civil Codes of the Estates of the Mexican Republic and Mexico City.”

Fifth. Special Delegates

5. “Se resuelve designar como delegados especiales a [✱], Gabriel Pérez Sierra, José Rodrigo Durán de la Vega, Íñigo Rodríguez Garduño y María Isabel Melgoza Fernández, para que, en su caso, cualesquiera de ellos, conjunta o separadamente, realicen todos los actos que sean necesarios o convenientes para el eficaz cumplimiento y formalización de las resoluciones adoptadas por la Sociedad en este acto, incluyendo comparecer ante el Notario Público de su elección con el fin de protocolizar todo o parte del presente documento, e inscriban el testimonio correspondiente en el Registro Público de Comercio del domicilio social de la Sociedad, en su caso.

Sexta. General

6.1 “Se resuelve, que éstas resoluciones unánimes se suscriben en inglés y español; ambas versiones obligan a los firmantes, en el entendido, sin embargo, que, en caso de discrepancia entre ambas, prevalecerá la versión en español.”

6.2 “Se resuelve, que todas los actos, acciones y transacciones relacionadas con las decisiones tomadas en nombre y representación de la Sociedad, han sido aprobadas por medio de las decisiones y resoluciones anteriores, con excepción de las actos que hayan sido llevados a cabo antes de la adopción de esta resolución, las cuales se entienden en todo caso aquí aprobados y ratificados como actos ciertos y vinculantes para la Sociedad, como si dicho acuerdo, transacción, acuerdo o certificado hubiera sido autorizado previamente a través de una resolución por cada socio de la Sociedad.”

6.3 “Se resuelve, que estas resoluciones podrán ser firmadas en múltiples contrapartes y vía facsímil o cualquier otro medio electrónico, todas las cuales, consideradas en su conjunto, se entenderán como un único instrumento.”

Las resoluciones anteriores han sido adoptadas por el consentimiento unánime por escrito de la totalidad de los Socios de la Sociedad y están

5. “It is hereby resolved to appoint [✱], Gabriela Pérez Sierra, José Rodrigo Durán de la Vega, Íñigo Rodríguez Garduño y María Isabel Melgoza Fernández, as special delegates, so that, if necessary, any one of them, jointly or severally, may take any actions necessary or convenient for the compliance and formalization of all resolutions hereby taken by the Company including appearing before the Notary Public of their choice in order to obtain the formalization of all or a part of this document and to register the corresponding deed at the Public Registry of Commerce of the domicile of the Company, should the case be.

Sixth. General

6.1 “It is hereby resolved, that these resolutions are executed in both the English and Spanish languages; both versions are binding for the undersigned, provided, however, that in the event of any discrepancy between them, the Spanish version shall prevail.”

6.2 “It is hereby resolved, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution by each of the Partners of Equity Holders of the Company.”

6.3 “It is hereby resolved, that these resolutions may be executed and delivered in multiple counterparts and via facsimile or other electronic means, all of which taken together shall constitute one and the same instrument.”

The preceding resolutions have been adopted by the unanimous written consent of all the Partners of Equity Holders of the Company and are duly

Firma de las Resoluciones Unánimes de los Accionistas de **Cuarto Origen, S. de R.L. de C.V.**, de 27 de agosto de 2023.

Signature page of the Unanimous Resolutions by the Shareholders of **Cuarto Origen, S. de R.L. de C.V.**, dated August 27, 2023.

El suscrito, en nombre y representación de **4th Source, LLC**, confirmo y ratifico cada una de las soluciones adoptadas de forma unánime por los accionistas de la Sociedad el día de 27 de agosto de 2023.

The undersigned, in name and on behalf of **4th Source, LLC**, hereby confirm and ratify each of the resolutions unanimously adopted by the shareholders of the Company on August 27, 2023.

4th Source, LLC

 , CRO

Por / By: James S. Feltman

Cargo / Title: Director de reestructuración

4th Source, LLC

 , CRO

Por / By: James S. Feltman

Cargo / Title: Chief Restructuring Officer

El suscrito, en nombre y representación de **4th Source México, LLC**, confirmo y ratifico cada una de las resoluciones adoptadas de forma unánime por los accionistas de la Sociedad el día de 27 de agosto de 2023.

4th Source México, LLC

 , CRO

Por / By: James S. Feltman

Cargo / Title: Director de reestructuración

The undersigned, in name and on behalf of **4th Source México, LLC**, hereby confirm and ratify each of the resolutions unanimously adopted by the shareholders of the Company on August 27, 2023.

4th Source México, LLC

 , CRO

Por / By: James S. Feltman

Cargo / Title: Chief Restructuring Officer